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**\*E-FILED - 7/21/08\***

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re LEVI STRAUSS & CO.,  
SECURITIES LITIGATION

Case No. C-03-05605 RMW (HRL)  
And Related Cases

CLASS ACTION

This Document Relates To:

ALL ACTIONS.

**STIPULATION SUBMITTING  
REVISED ~~[PROPOSED]~~ ORDER  
PRELIMINARILY APPROVING  
SETTLEMENT BETWEEN LEVI  
STRAUSS & CO. AND LEAD  
PLAINTIFFS AND PROVIDING FOR  
NOTICE**

Place: Courtroom 6, Fourth Floor  
Judge: The Honorable Ronald M. Whyte

STIPULATION SUBMITTING REVISED ~~[PROPOSED]~~  
PRELIMINARY APPROVAL ORDER  
Case No. C-03-05605 RMW (HRL)

**STIPULATION**

WHEREAS, on June 18, 2008, Plaintiffs, the Policemen and Firemen Retirement System of the City of Detroit and Muzinich & Co., Inc. and Defendants Levi Strauss & Co., Inc. ("LS&Co."), Philip A. Marineau, William B. Chiasson, Gary W. Grellman, Peter E. Haas, Sr., Robert D. Haas, Angela Glover Blackwell, Robert E. Friedman, James C. Gaither, Peter E. Haas, Jr., Walter J. Haas, F. Warren Hellman, Patricia Salas Pineda, T. Gary Rogers, G. Craig Sullivan, Tully M. Friedman and Peter A. Georgescu ("Defendants"), submitted a Stipulation Submitting [Proposed] Order Preliminarily Approving Settlement Between Levi Strauss & Co. and Lead Plaintiffs and Providing for Notice;

WHEREAS, pursuant to the Court's request, the parties have revised the [proposed] schedule and moved the deadline to file objections to the Settlement, Plan of Allocation and Request for Attorneys' Fees and Reimbursement of Costs to fourteen (14) days after the deadline for Plaintiffs to file motions and supporting papers for final approval of the Settlement, Plan of Allocation and Request for Attorneys' Fees and Reimbursement of Expenses;

WHEREAS, Plaintiffs and Defendants respectfully request that the Court enter a schedule for consideration of final approval of the Settlement, and propose the following revised schedule:

**DATE****EVENT****August 1, 2008:**

Notice of Pendency and Proposed Settlement of Class Action (Ex. A-1), and Proof of Claim and Release (Ex. A-2) to be mailed to the Members of the Class. Summary Notice For Publication (Ex. A-3) shall be published once in the national edition of *The Wall Street Journal* and electronically over the *PR Newswire* within two weeks after the mailing of the Notice.

**September 12, 2008:**

Last day for Plaintiffs to file motions and supporting papers for final approval of the Settlement; the Plan of Allocation; and Request for Attorneys' Fees, Reimbursement of Costs, and Interest Thereon.

**September 26, 2008:**

Deadline to file objections to the Settlement; Plan of Allocation; and Request for Attorneys' Fees, Reimbursement of Costs, and Interest Thereon. Deadline for Class Members to request exclusion from the Class.

**October 3, 2008:** Last day for Plaintiffs to file reply memoranda in further support of final approval of the Settlement; the Plan of Allocation; and Request for Attorneys' Fees, Reimbursement of Costs, and Interest thereon.

**October 17, 2008:** [Proposed] Date for Hearing on final approval of the Settlement; the Plan of Allocation; and Request for Attorneys' Fees, Reimbursement of Costs.

**November 7, 2008:** Last day for Class Members to file Proof of Claim and Release forms.

NOW, THEREFORE, the parties hereby STIPULATE as follows:

1. Plaintiffs and Defendants submit for Court approval the Revised [Proposed] Order Preliminarily Approving Settlement and Providing For Notice, attached hereto as Exhibit A.

Dated: July 17, 2008

BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP

/s/ Blair A. Nicholas

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Co-Lead Counsel for the Class

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/s/ Scott A. Fink

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Peter E. Haas, Sr., Robert D. Haas, Angela  
Glover Blackwell, Robert E. Friedman,  
James C. Gaither, Peter E. Haas, Jr., Walter  
J. Haas, F. Warren Hellman, Patricia Salas  
Pineda, T. Gary Rogers, G. Craig Sullivan,  
Tully M. Friedman and Peter A. Georgescu

**ORDER**

The Court, having considered the above stipulation of the parties, and good cause appearing therefore, HEREBY ORDERS THAT:

1. The form of the Revised [Proposed] Order Preliminarily Approving Settlement and Providing For Notice attached hereto, and the dates set forth therein, are hereby approved. PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 7/21, 2008



THE HONORABLE RONALD M. WHYTE  
United States District Court Judge

# **EXHIBIT A**

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11 UNITED STATES DISTRICT COURT  
12 NORTHERN DISTRICT OF CALIFORNIA  
13 SAN JOSE DIVISION

14 In re LEVI STRAUSS & CO.  
15 SECURITIES LITIGATION

Case No. C-03-05605 RMW (HRL)  
And Related Cases

CLASS ACTION

16  
17 This Document Relates To:  
18 ALL ACTIONS.

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22 REVISED [PROPOSED] ORDER PRELIMINARILY APPROVING  
23 SETTLEMENT AND PROVIDING FOR NOTICE  
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1 WHEREAS:

2 A. Plaintiffs, the Police and Fire Retirement System of the City of Detroit and  
3 Muzinich & Co., Inc. (together "Plaintiffs") and defendant Levi Strauss & Co. ("LS&Co."),  
4 (collectively, the "Settling Parties"), have entered into a settlement (the "Settlement") of the  
5 claims asserted against LS&Co. in the class actions consolidated in *In re Levi Strauss & Co. Sec.*  
6 *Litig.*, No. C-03-05605 RMW (HRL), the terms of which are set forth in the Stipulation and  
7 Agreement of Settlement dated June 18, 2008 (the "Stipulation"), and any subsequent  
8 amendment thereto that may be entered into by the parties;

9 B. Plaintiffs and LS&Co. have moved, pursuant to Rule 23(e) of the Federal Rules of  
10 Civil Procedure, for an Order preliminarily approving the Settlement and providing notice of the  
11 proposed Settlement to the Settlement Class; and,

12 C. The Court, having read and considered the Stipulation, the proposed Notice of  
13 Proposed Settlement of Class Action (the "Notice"), the proposed Summary Notice for  
14 Publication (the "Summary Notice"), the proposed Plan of Allocation, the proposed form of the  
15 Proof of Claim and Release, and the proposed forms of Final Judgment and Order of Dismissal  
16 relating to the Settlement, having considered all other papers and arguments submitted in  
17 connection with the Settling Parties' motion, and finding that substantial and sufficient grounds  
18 exist for entering this Order,

19 IT IS HEREBY ORDERED:

20 1. For purposes of this Order, the Court adopts all defined terms as set forth in the  
21 Stipulation. Any inconsistencies between the Stipulation and the Notice approved herein will be  
22 controlled by the language of the Stipulation.

23 2. The Court preliminarily approves the Settlement, as reflected in the Stipulation, as  
24 being fair, just, reasonable and adequate, pending a final hearing on the Settlement.

25 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby  
26 certifies, solely for purposes of effectuating this Settlement, a Settlement Class defined as  
27 follows: all persons and entities who purchased or otherwise acquired LS&Co. 11-5/8% and 12-  
28 1/4% registered bonds in the aftermarket traceable to the April 2001 Offering Documents and the

June 2003 Offering Documents, respectively, and who were damaged thereby. Excluded from the Class are: Defendants herein; members of the families of each of the Individual Defendants; any parent, subsidiary, affiliate, partner, officer, executive or director of any Defendant; any entity in which any such excluded person has a controlling interest; and the legal representatives, heirs, successors and assigns of any such excluded person or entity.

4. Prosecution of any action or claim that is subject to the release, dismissal, or bar order contemplated by the Settlement is hereby enjoined, pending further order of the Court.

#### **NOTICE**

5. Plaintiffs shall provide to members of the Settlement Class the Notice of Proposed Settlement of Class Action, including notice of the hearing on the proposed Settlement, the request for approval of the Plan of Allocation and Lead Counsel's application for an award of attorneys' fees and payment of expenses as follows:

a. No later than fourteen (14) days after entry of this Notice Order (the "Notice Date"), a copy of the Notice, together with a copy of the Proof of Claim and Release form (the "Proof of Claim"), substantially in the form annexed hereto as Exhibits A-1 and A-2, respectively, shall be mailed by first-class mail, postage prepaid, to all members of the Settlement Class, as set forth in the records of LS&Co. or its transfer agent, or who are identified by further reasonable efforts;

b. A Summary Notice substantially in the form annexed hereto as Exhibit A-3 shall be published once in the national edition of *The Wall Street Journal* and further published electronically over the *PR Newswire* within two weeks after the mailing of the Notice; and

c. The Notice, Summary Notice and Proof of Claim shall further be placed on the website maintained by the Claims Administrator, as approved herein by the Court.

6. The Court approves the form of Notice and Summary Notice (together, the "Notices") and Proof of Claim and finds that the procedures established for publication, mailing and distribution of such Notices substantially in the manner and form set forth in paragraph 5 of this Order meet the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process, and constitute the best notice practicable under the circumstances.



1           7. To effectuate the provision of notice provided for in paragraph 5 hereof, and the  
2 collection, analysis and determination of Proofs of Claim submitted in accordance with the terms  
3 of the Notice, and other actions required by this Order, Lead Counsel are authorized to retain The  
4 Garden City Group, Inc., or such other similarly qualified entity as may be required, as Claims  
5 Administrator and may, upon approval of Plaintiffs, pay the reasonable and customary fees and  
6 costs associated with the review of claims and administration of the Settlement out of the Notice  
7 and Administration Fund, or the Settlement Fund as appropriate, without further order of the  
8 Court.

9           6. To further effectuate the provision of notice provided for in paragraph 5 hereof,  
10 the Claims Administrator shall lease and maintain a post office box of adequate size for the  
11 return of Proofs of Claim. All Notices to members of the Settlement Class shall designate said  
12 post office box as the return address for the purposes designated in the Notices. The Claims  
13 Administrator shall be responsible for the receipt of all responses from members of the  
14 Settlement Class and, until further order of the Court, shall preserve all entries of appearance,  
15 Proofs of Claim, Requests for Exclusion and all other written communications from members of  
16 the Settlement Class, nominees or any other person in response to the Notices. The costs of  
17 notification to the Settlement Class, including printing, mailing and publication of all required  
18 notices, shall be paid out of the Notice and Administration Fund. In accordance with the  
19 Stipulation, Lead Counsel may draw upon the Notice and Administration Fund to pay the costs  
20 of notice and settlement administration.

21           7. Thirty five (35) days before the date fixed by this Court for the Fairness Hearing,  
22 Lead Counsel shall cause to be filed with the Clerk of this Court affidavits or declarations of the  
23 person or persons under whose general direction the mailing of the Notice and the publication of  
24 the Summary Notice shall have been made, showing that such mailing and publication have been  
25 made in accordance with this Order.

26           8. All nominees who hold or held LS&Co. publicly traded bonds for beneficial  
27 owners who are members of the Settlement Class are directed to forward the Notice and Proof of  
28 Claim to such beneficial owners or, in the alternative, to supply to the Claims Administrator any

names and addresses of such beneficial owners, as set forth in the Notice.

9. Lead Counsel are authorized and directed to prepare any tax returns required to be filed on behalf of the Settlement Fund and to cause any taxes due and owing to be paid from the Settlement Fund.

10. In order to effectuate the provisions of paragraph 31 of the Stipulation, any Request for Exclusion forms must be submitted no later than September 26, 2008. Within three (3) business days of receipt by Lead Counsel or the Claims Administrator of any Request for Exclusion, copies of all such forms shall be provided to counsel for LS&Co. Further, after the close of the opt-out period, counsel for the Settling Parties shall confer in good faith to perform the calculations provided for in paragraph 31 of the Stipulation.

**HEARING: RIGHT TO BE HEARD**

13. There shall be a hearing on October 17, 2008, at 9:00 a.m. (the "Fairness Hearing") at which time the Court shall address the fairness, reasonableness and adequacy of the Settlement, the fairness and reasonableness of the Plan of Allocation, and Lead Counsel's application for attorneys' fees and payment of expenses. The Fairness Hearing shall be held at the United States District Court for the Northern District of California, Courtroom 6, 4th floor, 280 South First Street, San Jose, California 95113.

14. Papers in support of the Settlement, the Plan of Allocation, and Lead Counsel's application for attorneys' fees and payment of expenses shall be submitted by September 12, 2008.

15. Any Class Member may appear at the Fairness Hearing to show cause why the proposed Settlement should or should not be approved as fair, reasonable and adequate; why the Judgment should or should not be entered; why the Plan of Allocation should or should not be approved as fair and reasonable; or why Lead Counsel should or should not be awarded attorneys' fees and payment of expenses in the amounts sought by Lead Counsel with the approval of Plaintiffs; *provided, however*, that no Class Member shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement, the Judgment and Orders to be entered approving the same, the proposed Plan of Allocation or Lead Counsel's

1 application for an award of attorneys' fees and reimbursement of expenses, unless on or before  
 2 September 26, 2008, such Class Member has properly and timely served by hand or by first-class  
 3 mail for receipt by such date by the counsel listed below written objections and copies of any  
 4 supporting papers and briefs (which must contain proof of all purchases, acquisitions, sales and  
 5 dispositions of publicly traded bonds of LS&Co. made by such Class Member) upon Lead  
 6 Counsel, and counsel for LS&Co.:

7 LEAD COUNSEL FOR PLAINTIFFS AND THE CLASS

8 BERNSTEIN LITOWITZ BERGER  
 9 & GROSSMANN LLP  
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 Timothy DeLange, Esq.  
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 825 Third Avenue, 16th Floor  
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14 COUNSEL FOR DEFENDANT LS&CO.

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 16 Scott A. Fink, Esq.  
 Austin V. Schwing, Esq.  
 17 Rebecca Justice Lazarus, Esq.  
 One Montgomery Street, Suite 3100  
 18 San Francisco, CA 94104

19  
 20 and has filed by September 26, 2008 said objections, papers and briefs with the Clerk of the  
 21 United States District Court for the Northern District of California.

22 16. Any Class Member who does not object in the manner prescribed above shall be  
 23 deemed to have waived such objection and shall be forever foreclosed from making any  
 24 objection to the fairness, adequacy or reasonableness of the proposed Settlement, the Judgments  
 25 and orders to be entered approving the Settlement, the Plan of Allocation, or Lead Counsel's  
 26 application for an award of attorneys' fees and payment of expenses.

27 17. In the event any Class Member timely and properly serves and files written  
 28 objections, as set forth above, Lead Counsel, and counsel for LS&Co. may, as they deem

appropriate, submit reply papers in support of the Settlement, the Plan of Allocation, or Lead Counsel's application for attorneys' fees and payment of expenses by October 3, 2008.

18. If approved, all Class Members will be bound by the proposed Settlement provided for in the Stipulation, and by any judgment or determination of the Court affecting Class Members, regardless of whether or not a Class Member submits a Proof of Claim.

19. The Court expressly reserves the right to adjourn or continue the Fairness Hearing, or any adjournment or continuance thereof, without any further notice other than an announcement at the Fairness Hearing or any adjournment or continuance thereof, and to approve the Stipulation with modification and without further notice to members of the Settlement Class. The Court retains jurisdiction of this Action to consider all further applications arising out of or connected with the proposed Settlement, and as otherwise warranted.

#### **CLAIMS PROCESS**

20. In order to be entitled to participate in the Settlement, a Class Member, as defined in the Stipulation, must have timely submitted a valid Proof of Claim, substantially in the form annexed as Exhibit A-2 hereto, to:

*In re Levi Strauss & Co. Sec. Litig.*  
c/o The Garden City Group, Claims Administrator  
P.O. Box \_\_\_\_\_

To be valid and accepted, a Proof of Claim submitted in connection with this Settlement must be postmarked on or before November 7, 2008.

21. Any Class Member who does not timely submit a valid Proof of Claim shall not be entitled to share in the Settlement Fund, except as specifically ordered by the Court, but nonetheless shall be barred and enjoined from asserting any of the Released Claims, including Unknown Claims, and shall be bound by any judgment or determination of the Court affecting the Class Members.

22. Once the Claims Administrator has considered a timely submitted Proof of Claim, Lead Counsel, through the Claims Administrator, shall determine, based upon the Plan of Allocation, as approved by the Court, whether such claim is valid, deficient or rejected. For each claim determined to be either deficient or rejected, the Claims Administrator shall send a

1 deficiency letter or a rejection letter, as appropriate, describing the bases on which the claim was  
2 so determined. Each Class Member who receives a deficiency letter or rejection letter shall have  
3 30 days from the date of such letter to supply to the Claims Administrator documentation and/or  
4 an explanation sufficient to remedy the deficiency or rejection. Any Class Member who receives  
5 a deficiency letter or a rejection letter and who fails to submit documentation or explanation  
6 sufficient to remedy the deficiency or reason for rejection within the time prescribed herein shall  
7 have such claim deemed finally rejected. Such finally rejected claims shall be submitted to the  
8 Court as rejected claims at such time as Plaintiffs move the Court for an Order approving  
9 distribution of the Net Settlement Fund, unless the recipient objects in writing to the deficiency  
10 letter or rejection letter, in which case the claim shall be submitted to the Court as a disputed  
11 claim. Notice of any hearing on such motion shall be provided to all Class Members whose  
12 claims are disputed.

13         23. If a Class Member timely responds to a deficiency letter or rejection letter by  
14 providing an explanation and/or documentation in response to such a deficiency letter or  
15 rejection letter, Lead Counsel, through the Claims Administrator, shall determine whether such  
16 explanation and/or documentation is sufficient to remedy the deficiency or reason for rejection.  
17 If Lead Counsel, through the Claims Administrator, determines that the explanation and/or  
18 documentation submitted in response to the deficiency letter or the rejection letter is sufficient,  
19 such claim shall be deemed a valid claim. If, on the other hand, Lead Counsel, through the  
20 Claims Administrator, determines that the explanation and/or documentation is not sufficient to  
21 remedy the deficiency or reason for rejection, such claim shall be deemed finally rejected. Such  
22 finally rejected claims shall be submitted to the Court as disputed claims at such time as  
23 Plaintiffs move the Court for an Order approving distribution of the Net Settlement Fund. Notice  
24 of any hearing on such motion shall be provided to all Class Members whose claims are  
25 disputed.

26         24. There shall be no distribution of any of the Net Settlement Fund to any Class  
27 Member until a plan of allocation is finally approved and is affirmed on appeal or certiorari or is  
28 no longer subject to review by appeal or certiorari and the time for any petition for rehearing,

1 appeal, or review, whether by certiorari or otherwise, has expired.

2 25. The Court shall retain continuing jurisdiction over the Settlement, as well as the  
3 administration thereof.

4 **IT IS SO ORDERED.**

5 Dated: \_\_\_\_\_

6 THE HONORABLE RONALD M. WHYTE  
7 United States District Court Judge  
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